

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

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BAYSHORE CAPITAL ADVISORS, LLC, BCA :  
ALTERNATIVE INCOME FUND, LP, and :  
ROCKING TRANCH, LLLP, :

Plaintiffs, :

v. :

CREATIVE WEALTH MEDIA FINANCE CORP., :  
BRON CREATIVE CORP., BRON CREATIVE USA :  
CORP., BRON STUDIOS, INC., BRON STUDIOS :  
USA, INC., HUDSON VALLEY WEALTH :  
MANAGEMENT, INC., JASON CLOTH, AARON L. :  
GILBERT, CHRISTOPHER CONOVER, DAVID K. :  
JONAS, and DOES 1-21, :

Defendants. :  
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Case No. 1:22-cv-1105-KMK

**DECLARATION OF  
JASON CLOTH**

I, Jason Cloth, pursuant to 28 U.S.C. § 1746, declare as follows:

1. I am a defendant in this lawsuit and a managing partner of defendant Creative Wealth Media Finance Corp. (“Creative Wealth”), a director of defendant Bron Creative Corp. (“Bron Creative”), and a director of defendant Bron Creative USA Corp. (“Bron Creative USA” and collectively the “Creative Defendants”). I respectfully submit this Declaration in support of the Creative Defendants’ motion to dismiss this lawsuit. The information in this declaration is based upon my personal knowledge and/or the books and records of Creative Wealth, Bron Creative and Bron Creative USA (collectively, the “Creative Entities”).

2. I live in Toronto, Canada. I have never owned any real estate or maintained a bank account in New York.

3. Creative Wealth is a Canadian corporation with its main office in Toronto, Canada and its bank accounts in Canada. It has never had any offices, employees or bank accounts in New

York, and it has never owned any real estate in New York.

4. Bron Creative is a Canadian corporation with its main office in Toronto, Canada and its bank accounts in Canada. It has never had any offices, employees or bank accounts in New York, and it has never owned any real estate in New York.

5. Bron Creative USA is a Nevada corporation with its main office in Beverley Hills, California and its bank accounts in California and Washington. It has never had any offices, employees or bank accounts in New York, and it has never owned any real estate in New York.

6. Plaintiff BCA Alternative Income Fund, LP (“BCA”) entered into three term sheets with certain of the Creative Entities to finance three films. Plaintiff Rocking T Ranch, LLLP (“RTR”) entered into two such agreements.

7. The first was for the financing of a film called “Needle in a Timestack” (the “Needle Term Sheet”) which BCA, Creative Wealth and Bron Studios USA, Inc. entered into on or about July 5, 2018. A true and correct copy of the Needle Term Sheet is attached hereto as Exhibit A.

8. The second was for the financing of films produced by Lionsgate Films, Inc. (the “Lionsgate Term Sheet”). BCA and RTR each entered into term sheets with Creative Wealth, Bron Creative USA, and Bron Studios USA, Inc. on or about dated August 1, 2018. A true and correct copy of the Lionsgate Term Sheets with BCA and RTR are attached hereto as Exhibits B and C, respectively.

9. The Needle Term Sheet and Lionsgate Term Sheets contain sections entitled “Governing Law and Dispute Resolution” which state, in relevant part, that the terms sheets “shall be governed by and interpreted in accordance with the laws of the Province of Ontario and the federal laws of Canada applicable therein and the Parties hereto hereby irrevocably attorn to the jurisdiction of the courts of the City of Toronto.” *See* Exs. A-C at 2.

10. The third and final financing was for a film called "The Nightingale" where BCA and RTR each entered into term sheets with Bron Creative on or about October 17, 2018. Those term sheets contain confidentiality provisions and I am therefore not attaching them here. Those agreements each contain a "Governing Law" section which states that they will be governed by New York law, but they do not include any provision stating that the parties agree to the jurisdiction of any court in the event of a dispute.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on August 25, 2022



A handwritten signature in blue ink, appearing to read "Jason Cloth", is written over a horizontal line. Below the line, the name "JASON CLOTH" is printed in a sans-serif font.

JASON CLOTH